WHAT IF™

MARVEL® COMICS GROUP

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# WHAT IF CAPTAIN AMERICA™ HADN'T VANISHED DURING WORLD WAR TWO!

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BUCKY LIVES! THE CAP STORY YOUR LETTERS DEMANDED!

I WON'T LET BUCKY DIE-- NOT THIS TIME!

THIS I SWEAR!

HOW CAN CAPTAIN AMERICA OVERCOME A DESTINY THAT MEANS DEATH?

STAN LEE PRESENTS: A STUNNING SAGA OF AN ALTERNATE REALITY!

# WHAT IF... CAPTAIN AMERICA AND BUCKY HAD BOTH SURVIVED WORLD WAR II?

A QUESTION PERHAPS WHICH ONLY I CAN ANSWER--

--FOR IN THOSE VIOLENT DAYS YOUR PEOPLE CALL WORLD WAR II, I WAS PRESENT! I AM THE WATCHER--

--WHO BOTH OBSERVED AND RECORDED THE EXPLOITS OF THAT ERA'S MIGHTIEST FIGHTING TEAM...!

LET'S GIVE THESE RATZIS ONE FOR UNCLE SAM--

--AND BUCKY!

WAH-HOO!

--FROM CAPTAIN AMERICA--

SPECIAL NOTE! IF THIS ISH' SCINTILLATIN' SPLASH PAGE LOOKS A WEE BIT SIMILAR TO LAST ISSUE'S, WELL--IT IS AND IT IEN'T! BUT, LIKE WE SAID THEN, WHAT IF #5 IS THE OTHER SIDE OF THE COIN! KEEP READING AND DIG WHAT WE MEAN, OKAY? --ROY

DON GLUT WRITER & GEORGE TUSKA ARTIST

RUSS JONES: INKER
G. ROUSSOS: COLORIST
LAY AND GREENWOOD: LETTERERS

ROY THOMAS EDITOR & CO-PLOTTER

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INDEED, I WAS PRESENT, THOUGH UNSEEN, UPON THAT FATEFUL DAY IN ENGLAND NEAR THE CLOSE OF WORLD WAR II...

WE'RE TOO LATE, BUCKY! WE'LL HAVE TO GO AFTER IT IN ANOTHER PLANE!

NO! DON'T STOP!

I THINK I CAN REACH IT, CAP!

"FOR, ON THIS DAY, A NON-COSTUMED CAPTAIN AMERICA AND BUCKY WERE ATTEMPTING TO STOP AN EXPERIMENTAL DRONE PLANE

...ONE OF AMERICA'S NEWEST WEAPONS-- LAUNCHED BY THE MAD BARON ZEMO...

CAN'T MAKE IT! DROP OFF INTO THE WATER, LAD! DON'T TRY TO GO IT ALONE!

NO! I CAN BRING THE PLANE BACK-- I KNOW I CAN!

"YET, NOT UNTIL THE VALIANT CAPTAIN AMERICA FELL SHORT OF THE CRAFT, DID HE COME TO REALIZE THE TRUTH...

BUCKY! LET GO! IT MIGHT BE BOOBY-TRAPPED!

YOU CAN'T DEACTIVATE THE BOMB WITHOUT ME! DROP OFF!

YOU'RE RIGHT, CAP! I SEE THE FUSE!

IT'S GONNA BLOW!

"WOULD THAT THE AWESOME POWER AT MY DISPOSAL HAD PREVENTED THE EXPLOSION!

"BUT, I AM SWORN NOT TO INTERVENE IN SUCH MATTERS.

"THUS, I COULD BUT WATCH, AS A BRAVE YOUNG ALLY PERISHED--

--WHILE BARON ZEMO, THE MURDERER WHO HAD SYMMICKED THE DRONE TO EXPLODE--

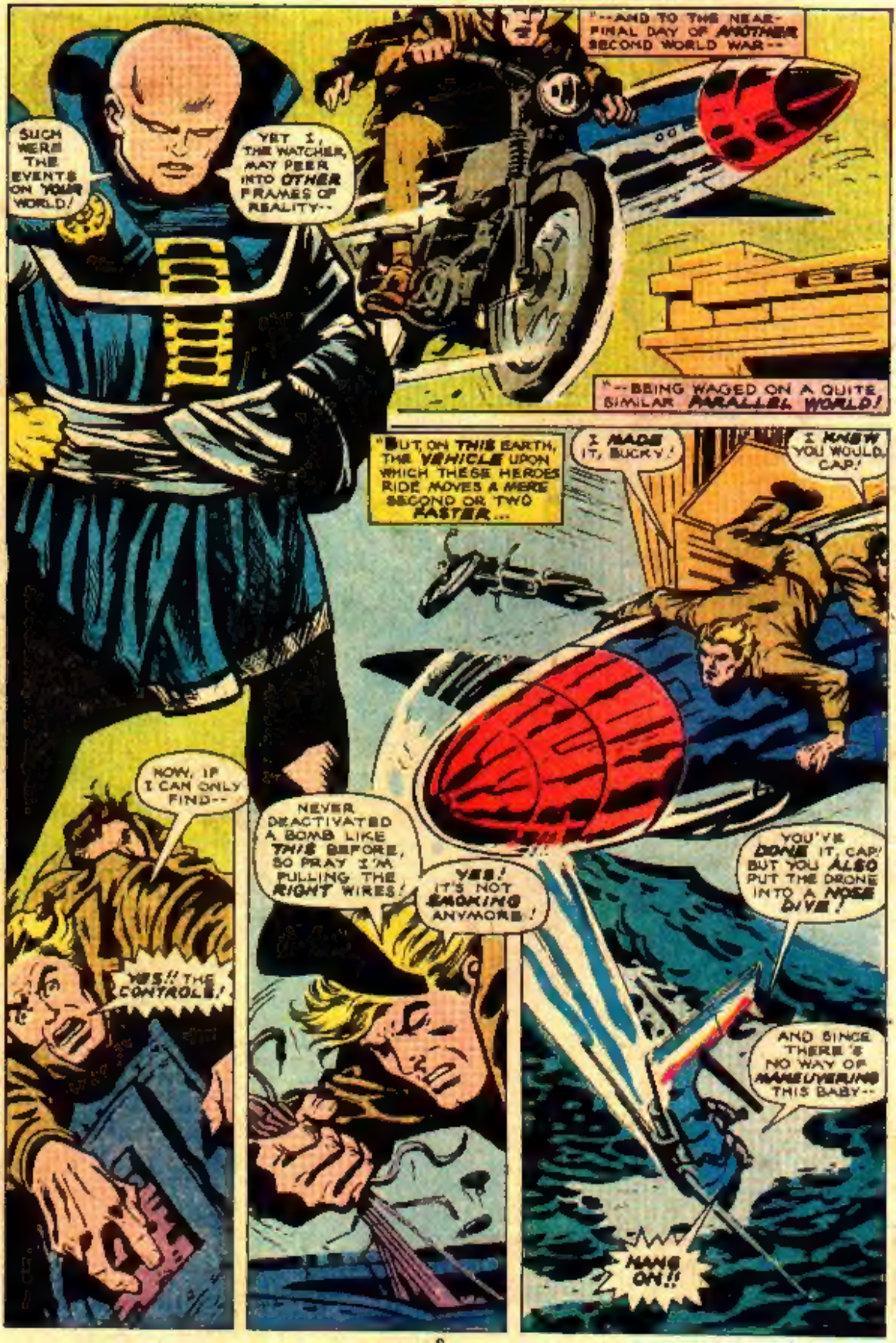
--ESCAPED UNPUNISHED FOR HIS IGNOMINIUS DEED!

I HAVE SUCCEEDED IN DESTROYING CAPTAIN AMERICA AND BUCKY--

--A FEAT OF WHICH NOT EVEN HITLER'S FAVORITE, THE RED SKULL CAN BOAST!

HA! HA! HA! HA!

BUT CAPTAIN AMERICA DID NOT PERISH!
"FROZEN IN AN ICE FLOW, HE SURVIVED IN SUSPENDED ANIMATION, UNTIL SOME TWO DECADES LATER--
OH, MIGHTY LORD OF THE FROZEN ICE, HEAR OUR PRAYERS...
"BUT THERE CAME ANOTHER BEING THAT DAY, HOSTILE TOWARD ALL HUMANS, WHOM HE DEEMED RESPONSIBLE FOR THE DESTRUCTION OF HIS UNDERSEA RACE.
RUN, YOU WEAK, HELPLESS MORTALS...
BEFORE I DESTROY YOU AS I DO YOUR FROZEN "GOD"!
IT IS THE LEGENDARY SUB-MARINER!!
AND HE HAS GONE MAD!
"HIS ANGER TEMPORARILY ABATED, PRINCE NAMOR ABANDONED THE FROZEN BLOCK HE HAD TOSSED INTO THE SEA--
"--LEAVING IT TO MELT AS IT MET THE WARM WATERS OF THE GULF STREAM...!
"THERE, FATEFULLY, A SUBMARINE WAS SEARCHING FOR THE DANGEROUS PRINCE OF ATLANTIS...
I'VE GOT HIM!
BUT-- IT ISN'T NAMOR!
FROM THAT STAR-SPANGLED COSTUME UNDER HIS CLOTHES, AND THAT SHIELD--
--I'D SAY GIANT-MAN JUST GRABBED-- CAPTAIN AMERICA!
AND HE'S... ALIVE!*
*EVENTS RETOLD FROM AVENGERS #4 AND CAPT. AMERICA #100. -- ROY.
"THUS IT HAPPENED THAT CAPTAIN AMERICA, LIVING LEGEND OF WORLD WAR II, AWAKENED IN ANOTHER TIME--
"--TO JOIN THAT ELITE GROUP OF SUPER-POWERED MORTALS--
--THE MIGHTY AVENGERS!


SUCH WERE THE EVENTS ON YOUR WORLD!
YET I, THE WATCHER, MAY PEER INTO OTHER FRAMES OF REALITY--
"--AND TO THE NEAR-FINAL DAY OF ANOTHER SECOND WORLD WAR--
"--BEING WAGED ON A QUITE SIMILAR PARALLEL WORLD!
"BUT, ON THIS EARTH, THE VEHICLE UPON WHICH THESE HEROES RIDE MOVES A MERE SECOND OR TWO FASTER...
I MADE IT, BUCKY!
I KNEW YOU WOULD, CAP!
NOW, IF I CAN ONLY FIND--
YES!! THE CONTROLS!
NEVER DEACTIVATED A BOMB LIKE THIS BEFORE, SO PRAY I'M PULLING THE RIGHT WIRES!
YES! IT'S NOT SMOKING ANYMORE!
YOU'VE DONE IT, CAP! BUT YOU ALSO PUT THE DRONE INTO A NOSE DIVE!
AND SINCE THERE'S NO WAY OF MANEUVERING THIS BABY--
HANG ON!!

SPLASH!
WHAT WAS THAT -- A BLOODY BUZZ-BOMB!
"FORTUNATELY, THESE ARE FRIENDLY WATERS -- THE ENGLISH CHANNEL -- WHICH RECEIVES AMERICA'S GREATEST CRUSADERS...
"AND AS TWO FIGURES SURFACE, THEIR LUNGS DEMANDING AIR...
OUR ENGLISH FRIENDS CAN SALVAGE THE DRONE PLANE! BUT FIRST--
--LET'S GET INTO COSTUME! WE'RE BOARDING THAT ENGLISH SHIP AS CAPTAIN AMERICA AND BUCKY!
AND NOT PVT. STEVE ROGERS AND ARMY MASCOT BUCKY BARNES!
"BUT WHAT OF BARON ZEMO, NOW THAT HE HAS FAILED TO DESTROY HIS MOST HATED FOES...?
THOSE AMERICAN SWINE KNOW THE LOCATION OF THIS BASE OF OPERATIONS! THUS, I HAD BETTER FORGET MY * ANDROIDS--
--AND VACATE THESE PREMISES WHILE I STILL CAN!
* WHICH ZEMO DID NOT FORGET IN AVENGERS # 54 -- R.T.
"LESS THAN A MINUTE LATER...
IT'S ZEMO-- GETTING AWAY IN THAT V2 CRAFT OF HIS!
COME ON, BUCKY! WE'VE GOT TO STOP HIM BEFORE HE GETS BACK TO THE "FATHERLAND"!
NO WAY TO CATCH HIM NOW, YANK! BEST YOU AND THE BOY RELAX-- AND DRY OFF!
"BUT THE BARON'S ROCKET VEHICLE HAS NOT THE RANGE OF RETURNING TO GERMANY. THUS --
"--IN THE COUNTRYSIDE WITHIN THE BOUNDARIES OF FRANCE...
KA-BLAM!
THE EXPERIMENTAL EJECTOR SEAT WORKED SPLENDIDLY... A TRIBUTE TO ARYAN INVENTION!
IF ONLY MY DESCENT WAS NOT OBSERVED BY FRENCH PLANE-SPOTTERS!
THUS FAR THE FRENCH ARE UNAWARE THAT THIS MEDIEVAL CASTLE OF THEIRS IS NOT STILL ABANDONED!

BUT NOW I MUST EXPLAIN MY FAILURE TO THE ONE GERMAN WHOM I DESPISE--
--THE ONE TO WHOM I REMAIN SECOND IN THE FÜHRER'S FAVOR!
YET I SHALL REMAIN FEARLESS... ARROGANT WHEN I FACE HIM!

HALT THERE AND... OH, IT IS YOU, BARON! WE CANNOT BE TOO CAREFUL--
--SINCE WE ARE BEHIND ENEMY LINES!
STAND ASIDE, LACKEYS!
BARON ZEMO FEARS NEITHER THE FRENCH -- NOR YOUR MASKED COMMANDER!

"FEARFULLY, THE SOLDIERS ALLOW ZEMO TO PASS...
SO YOU RETURN AT LAST, HERR BARON--
--AND EMPTY-HANDED!
DO NOT MOCK ME, SKULL!

"THE RED SKULL-- SECOND ONLY TO HITLER HIMSELF IN THE POWER AND PRESTIGE OF THE THIRD REICH...
I GAVE YOU A COMMAND, ZEMO-- KEEP THAT DRONE PLANE OUT OF ALLIED HANDS... AND KILL CAPTAIN AMERICA AND BUCKY!
OBVIOUSLY, YOU'VE FAILED AT BOTH!
YOU HAD BETTER LISTEN TO ME, SKULL-- FOR I CAN EXPLAIN MY SEEMING FAILURE!

EXPLAIN?!
THERE IS NOTHING TO EXPLAIN! YOU HAVE FAILED BOTH YOUR COUNTRY AND YOUR FÜHRER--!

"EVEN AS HE SPEAKS, THE RED SKULL'S HAND REACHES BEHIND HIS THRONE...
UGHNNN.
--AND YOU'LL FAIL NEITHER OF THEM AGAIN!!

"THEN, AS THE RED SKULL PULLS A RUSTED RING FROM THE WALL...
ACH! THE HIDDEN PASSAGEWAYS IN THIS CASTLE STILL HAVE THEIR USES!
TOO LONG HAVE YOU BEEN A THORN IN MY SIDE, ZEMO--
A THORN I'VE FINALLY PLUCKED!
FOR, THAT WEAPON WAS AN EXPERIMENTAL ONE-- DESIGNED NOT TO KILL, BUT KEEP ONE ASLEEP, PERHAPS FOR 20 OR 30 YEARS!
WHEN YOU FINALLY AWAKEN, YOU'LL BE IMPRISONED DOWN THERE--
WITH THAT RIDICULOUS HOOD STILL STUCK TO YOUR COWARDLY FACE! HA! HA!
BUT NOW THE TIME HAS COME TO LEAVE THIS FORTRESS! NO DOUBT ZEMO'S FLIGHT WAS TRACKED HERE--
--IN WHICH CASE, THE CASTLE IS OF NO FURTHER USE TO OUR CAUSE!
BUT WHERE DO YOU LEAD US NOW, HERR SKULL?
YOURS IS NOT TO QUESTION THE RED SKULL, SOLDIER-- BUT ONLY TO FOLLOW!
IT CAN EASILY REACH OUR GLORIOUS FATHERLAND! UNFORTUNATELY, FOR YOU--
THERE IS BUT ROOM FOR ONE PASSENGER!
WH-WHAT?! YOU MEAN--?
THIS SHIP, LIKE ZEMO'S, IS PROPELLED WITH THE POWER OF THE V2 ROCKET!
YES! YOU REMAIN HERE, HA! HA!--
POW!
TOO LATE! HE IS ALREADY BEYOND OUR RANGE!
--TO CLAIM A FEW MORE ALLIED LIVES WHEN THEY INVADE THIS FORTRESS!
BAM!
KILL THE SWINE!!
THE TRAITOR-- LEAVING US BEHIND TO FIGHT HIS BATTLE!

SOON, FRENCH SOLDIERS HAVE RECLAIMED THE ANCIENT CASTLE--

"--AND LATER, WITHIN THE RED SKULL'S LAST FORTRESS, CAPTAIN AMERICA AND HIS YOUNG ALLY WAGE THE WAR'S FINAL BATTLE WITH THEIR MOST DEADLY ENEMY--

"--AND THE NAZIS SEEKING TO PROTECT HIM."

"SEE TALES OF SUSPENSE # 72 FOR MORE DECLASSIFIED INFO--ROY.

"YET, EVEN AS THE NOBLE CAPTAIN PREPARES TO MAKE THE SKULL-MASKED VILLAIN HIS CAPTIVE--

"--THERE SOUNDS A SCREAMING FROM OVERHEAD...

COME ON, BUCKY! WE CAN'T BRING IN THE RED SKULL--

--IF HE'RE DEAD OURSELVES!

BAROOM!

I'M READING YOU LOUD AND CLEAR, CAP!

"ALAS, I AM FORBIDDEN TO INTERVENE IN THE EARTH'S BATTLES. YET SOON, I AM OBSERVING THE FINAL DAYS OF THE WAR--

"--AS CAPTAIN AMERICA AND BUCKY JOIN OTHERS OF EQUAL COURAGE--

"--TO FIGHT THE GERMANS ON THEIR OWN BLOODIED SOIL.

"THEN, AT LAST, A RIFLE SHOT IS FOLLOWED NOT BY OTHERS... BUT THE SOUND OF HUMAN REJOICING...

WAH-HOO! WE GOT 'EM, BOYS!

WE CAN PUT DOWN OUR GUNS! THESE HEINIES AREN'T GOIN' ANYPLACE!

ALL RIGHT, YOU GOLD-BRICKS! LET'S ROUND UP THESE GOOSE-STEPPERS!

Y'KNOW, CAP, THEY AIN'T KIDDIN' WHEN THEY CALL YOU A ONE-MAN ARMY!

NICK GIVIN' A COMPLIMENT? WHAT'S WRONG SARGE? YOU GOIN' SOFT ON US?

WE DID IT TOGETHER, ...CAPTAIN AMERICA, BUCKY, AND SER-GEANT FURY--

--AND HIS HOWLING COMMANDOS!

YEAH! TOO BAD ALL OF US HOWLERS AIN'T GOIN' HOME -- LIKE THAT POOR KID JUNIOR JUNIPER!

UH, LOOK, CAP! MAYBE I'LL SEE YA AROUND AFTER THE WAR'S OVER!

IT'S A DATE! MEAN-WHILE, YOU TAKE CARE OF THAT EYE OF YOURS, NICK!

"SEE SGT. FURY AND HIS HOWLING COMMANDOS #27--ROY.

"AND, WITHIN THE DAYS THAT FOLLOW, WORLD WAR II COMES TO A MUCH-WELCOMED AND DRAMATIC CLOSE."

# MARVEL BULLPEN BULLETINS

**STAN LEE'S SOAPBOX**

This is it, gang! It's the month that the long-awaited KISS Magazine goes on sale! For the ridiculous price of $1.00 you get a 68-page, glossy paper magazine-sized masterpiece, featuring a simply incredible 48-page, full-color, super-hero comic story starring KISS! Yes, KISS—the [illegible] team of super-heroes since Bob Cole tried to elope with Aunt May! Can you [illegible] that, believe it! Also, you'll find photomagnetic photos and frankly fabulous features—plus, an actual, on-the-spot, illustrated account of KISS giving their own blood for this once-in-a-lifetime issue! And that's all I'm gonna say about it now, cause you know how I hate to be a blabbermouth! And, speaking of Hanna-Barbera (which we weren't!), here's super-sensational announcement #2! For those of you who still turn on to THE FLINTSTONES, SCOOBY-DOO, YOGI BEAR, DYNAMUTT and all the rest of their merry menage, mighty Marvel will leave you in a cultural wasteland no longer. We've just teamed up with the talented stars at H-B to bring you Scooby and the Flintstones this month, with Yogi and the Dynamutt doggie cousin' stuff next month! We figure if your batty Bullpen is gonna take over the comic book world, we might as well go all the way! Anyhow, we've got some big, secret projects with Hanna-Barbera in the months to come, as you might as well think about now, while there's still room! Wow! From Spider-Man to Scooby-Doo! Who says Marvel isn't where it's at happening! And now, one last reminder from yours truly (who's beginning to feel like a carnival pitchman)—better start saving your shekels, sagacious one, 'cause volume #4 of the omnipresent Origins Series goes on sale this fall, and it'll probably be the biggest blockbuster of 'em all! It's called THE SUPER-HERO WOMAN, and—if you play your cards right and don't kick a down-trodden duck—I'll tell you a lot about the contents in the next Soapbox or two. Until we meet again, be good to each other and wherever you go, what-ever you do, fight hard, strain—keep drinking Marvel!

Excelsior!

ITEM! July may be the traditional time for "reprints", but there's another kind of reprint about to hit full-force this month! And if your pulse-rate comfortism detector starting to blip like crazy, that's because you're right. We are about to mention that Marvel Explosion we're always talking about here and in our ads. But, truth to tell, explosion is about the only way to describe all the action and one things we're sending your way this mid-summer season, over and above the items Stan has already covered in the Soapbox. Just for starters, let us clue you to the fact that the MARVEL SUPER-HEROES FUN BOOK #2 should already be on the shelves of your friendly neighborhood book emporium just waiting for you puzzle, maze and word game fans (and if you're not, these fun books could well change that) to stretch your skills as well as your knowledge of Marvel lore by trying them out.

ITEM! Then there's the big doings in our black-and-white magazine department, namely all kinds of excitement over the latest issue of MARVEL PREVIEW. This one will introduce you to STAR-LORD, the cosmic crusader who first appeared in the pages of PREVIEW #4. Ever since his dazzling debut we've been hounded with requests to let Star-Lord soar the spaceways once again. So, editor JOHN WARNER recruited the popular writer/artist team of CLAREMONT and BYRNE (Chris and John) to meet MARVEL TEAM-UP and IRON FIST head to do just that. What we expected was the normally sensational job we expect on any of our books—what we got—edited, directed, and amplified by the dramatically detailed inking of Terrific TERRY AUSTIN—was fifty-two pages of mind-stunning science-fiction adventure that had even the most jaded of Bullpenners lining up to glimpse each new batch of completed pages as they were delivered. Okay, if you praise a thing too much, it creates expectations that can never be lived up to. So, in our typical low-key manner, we'll merely suggest that if you only buy one science-fiction comic this year, better make it MARVEL PREVIEW featuring STAR-LORD, or you'll be kicking yourself the rest of your life! There! Who says we can't be subtle?

ITEM! Talking about the black-and-white magazines, let's extend congratulations to ROGER SLIFER on becoming the new editor of the line, replacing JOHN WARNER, who'll be BLOODSTONE feature now backing up THE RAMPAGING HULK). Roger is bright-eyed and eager and has a whole drawerful of projects he'll soon be bringing your way. In Roger will be in charge of, as well as some of the items he's handling currently—like the full-color MARVEL CLASSICS and movie projects such as ISLAND OF DR. MOREAU and THE DEEP—black-and-white editor is pretty much a misnomer. At the moment, we don't really have a Director of [illegible] accurate title (Special Format Editor comes close but somehow lacks the subtle zest de vivre we're always seeking), but as soon as we do, we'll hit you with it. Meantime, get ready to be hit with a lot of way-out wonderment from Mr. Slifer, his assistant editor Reliable RALPH MACCHIO and the whole talented black-and-white—or—well—their whole creative crew!

ITEM! Science-fiction is in the works this month in our black-and-white magazine, MARVEL PREVIEW, our color experimental book MARVEL PREMIERE, is covering the other side of the coin, namely fantasy. We're presenting WE ROWORLD, an excursion into the realm of wizards, elves, and mystic mentors conducted by Devil-May-Care DOUG MOENCH, Mastical MIKE FLOOG, and Active ALEX NINO. If you've thrilled to Tolkien's THE HOBBIT or LORD OF THE RINGS, we've got a hunch this is going to be just what you've been waiting for. In fact, with enough sales and letter encouragement, we just might be able to convince the powers-that-be that now is the time for a regular epic fantasy

ITEM! Summer is approaching its peak, and so too is our production of King-size Annuals. This time around we've got TARZAN, THOR, THE ETERNALS, and JOHN CARTER WARLORD OF MARS making their appearances in all-new, bonus-size adventures, as well as THE INVADERS and AMAZING SPIDER-MAN. If that's not enough, two MARVEL CLASSICS are also ready for your edification and enjoyment: H.G. Wells' THE INVISIBLE MAN and Homer's ILIAD. And coming up in August will be Annuals of THE AVENGERS, THE INCREDIBLE HULK and THE FANTASTIC FOUR, plus the aforementioned Marvel Movie Special, THE DEEP. (But more details about

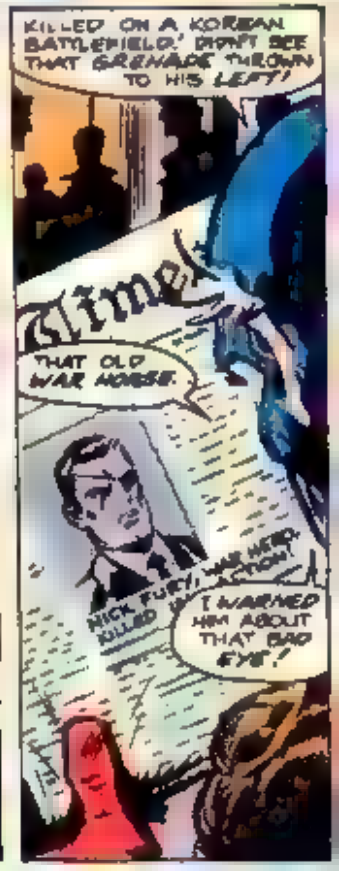
never tickle a temperamental bear!

FROM THIS PLANET'S ONLY MOON, I WATCH... AS A DECADE PASSES BEFORE MY EYES!
AND I PERCEIVE A NEW ERA, WITH NEW THREATS--
AS A NATION WHICH HAD BEEN AN ALLY AGAINST THE HATED NAZIS--NOW ENGAGES THE UNITED STATES IN A SO-CALLED "COLD WAR".
IN THIS PLANE OF REALITY, THERE IS NO NEED FOR A BOGUS CAPTAIN AMERICA AND BUCKY TO COMBAT ANY FOREIGN SPIES--
* SEE CAPTAIN AMERICA #188 --ROY.

--FOR THE ORIGINALS, THOUGH TEN YEARS OLDER, ARE VERY MUCH ALIVE AND ACTIVE!
JUST LIKE THE OLD DAYS, EH, "BUCKY"?
ONLY THEIR UNIFORMS ARE DIFFERENT, CAP!
IT IS THE CAPITALIST SUPERHERO --AND THAT BUCKY!

HAVEN'T YOU HEARD "IVAN"--
I'VE LONG OUTGROWN THAT NAME!
THE NAME'S BUCK NOW--
-WHICH IS MORE THAN EITHER OF YOU'RE GOING TO BE WORTH WHEN WE'RE FINISHED WITH YOU!
ARGHH!

SHORTLY AFTERWARDS...
LISTEN, CAP! THERE'S SOMETHING I WANT TO TALK OVER WITH--
HEY?! DIDN'T THAT NEWSBOY SAY SOMETHING ABOUT NICK FURY?
EXTRA! EXTRA! WAR HERO DIES!


KILLED ON A KOREAN BATTLEFIELD! DIDN'T SEE THAT GRENADE THROWN TO HIS LEFT!
Time!
THAT OLD WAR HORSE.
NICK FURY! WAS HERO KILLED IN ACTION!
I WARNED HIM ABOUT THAT BAD EYE!

AND NEVER PLAYING DIRTY POOL BETWEEN CAPTAIN AMERICA AND HIS ROYALTY PARTNER.
FOR THOUGH HE TREATS THE YOUNGER BUCKY AS AN EQUAL IN THE BATTLE AGAINST EVIL
AND WITH HIS CHOICE OF THE SUPER-SOLDIER FORMULA
CAPTAIN AMERICA!!

AND, BY THE MIDDLE 1960s, A BUCK BARNES NO LONGER ABLE TO LIVE IN THE SHADOW OF CAPTAIN AMERICA, QUIETLY PUTS AWAY HIS COSTUME.

THEN, ONE DAY...

IMAGINE THE PRESIDENT HIMSELF INVITING ME TO THE WHITE HOUSE!

MUST BE SOMETHING IMPORTANT!

PRESENTLY IN THE FAR-FAMED OVAL OFFICE

YOU CAN TAKE OFF YOUR MASK IN HERE, STEVE!

AH CAN IMAGINE HOW UNCOMFORTABLE A MASK CAN GET.

WHA THEY YOU KNOW MY

SECRET IDENTITY? 'COURSE, I DO. SO DID FOR TRUMAN, IKE AND JACK!

HOW ELSE COULD YOU'VE AVOIDED A COURT-MARTIAL AFTER GOING AWOL SO OFTEN IN THE WAR?

BUT THAT'S NOT WHAT AM CALLED YOU HERE TO DISCUSS, STEVE!

HERE, TAKE A LOOK AT THIS HIGHLY CLASSIFIED PHOTOGRAPH!

HYDRA

HMMM. MEAN-LOOK NO JUSS WHAT'S HE A MEMBER OF? SOME NEW YEASO-OF THE KKK?

SOMETHING LIKE THAT SON, ONLY MUCH BIGGER! THAT'S AN AGENT OF HYDRA--

--A SECRET CRIMINAL ORGANIZATION WHOSE GOAL IS NOTHING SHORT OF WORLD CONQUEST!

AH KNOW STEVE BUT THESE HYDRA BOYS MIGHT JUST BE ABLE TO DO IT!

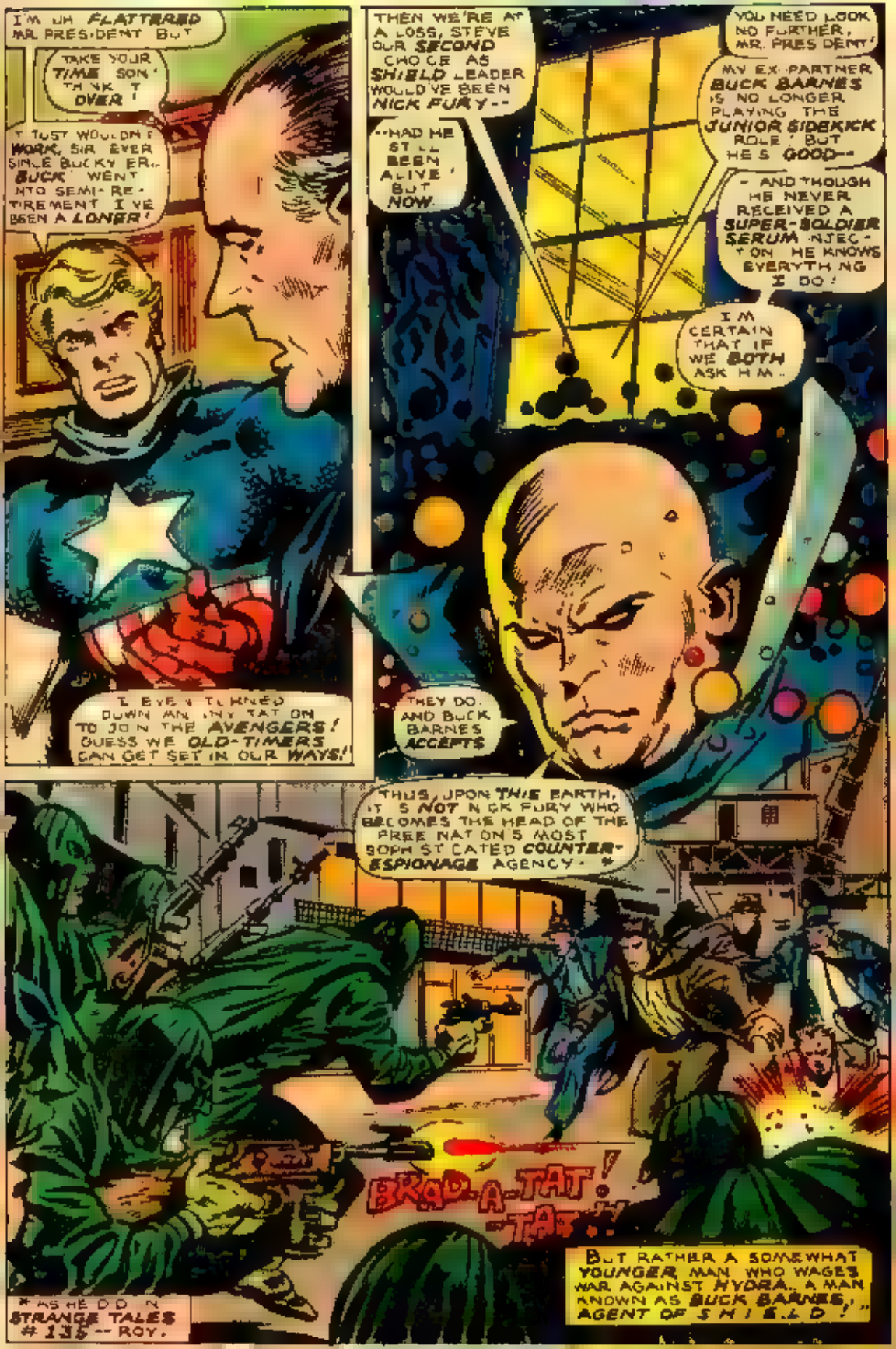
HITLER TRIED THAT, MR. PRESIDENT! SO DID THE RED SKULL AND A FEW OTHERS.

THAT'S WHY WE'VE FORMED OUR OWN TOP PRIORITY ORGANIZATION TO COMBAT FANATICAL GROUPS LIKE HYDRA!

WE CALL IT S.H.I.E.L.D. FOR SUPREME HEADQUARTERS INTERNATIONAL ESPIONAGE LAW-ENFORCEMENT DIVISION!

ALL IT NEEDS IS AN EXPERIENCED FIGHTING MAN TO GIVE THE ORDERS!

WELL, WARDNER WANT THE JOB?


I'M UH FLATTERED MR. PRES-DENT BUT
TAKE YOUR TIME SON! THINK IT OVER!
IT JUST WOULDN'T WORK, SIR. EVER SINCE BUCKY ER.. BUCK WENT INTO SEMI-RETIREMENT I'VE BEEN A LONER!
I EVEN TURNED DOWN AN INVITATION TO JOIN THE AVENGERS! GUESS WE OLD-TIMERS CAN GET SET IN OUR WAYS!
THEN WE'RE AT A LOSS, STEVE. OUR SECOND CHOICE AS SHIELD LEADER WOULD'VE BEEN NICK FURY--
--HAD HE STILL BEEN ALIVE! BUT NOW
YOU NEED LOOK NO FURTHER, MR. PRES-DENT!
MY EX-PARTNER BUCK BARNES IS NO LONGER PLAYING THE JUNIOR SIDEKICK ROLE! BUT HE'S GOOD--
- AND THOUGH HE NEVER RECEIVED A SUPER-SOLDIER SERUM INJECTION HE KNOWS EVERYTHING I DO!
I'M CERTAIN THAT IF WE BOTH ASK HIM..
THEY DO. AND BUCK BARNES ACCEPTS
THUS, UPON THIS EARTH, IT'S NOT NICK FURY WHO BECOMES THE HEAD OF THE FREE NATION'S MOST SOPHISTICATED COUNTER-ESPIONAGE AGENCY-*
BRAD-A-TAT! -TAT!
BUT RATHER A SOMEWHAT YOUNGER MAN WHO WAGES WAR AGAINST HYDRA.. A MAN KNOWN AS BUCK BARNES, AGENT OF S.H.I.E.L.D!"
*AS HE DID IN STRANGE TALES #135 -- ROY.

AND DUR NG BUT ONE OF THESE MANY BATTLES

THE MEN ARE MOPP NG UP THESE HIRELINGS ALL RIGHT -

- BUT T THE NO 1 MAN I WANT

THE ONE THEY CALL

POW!

KRAK!

- THE SUPREME HYDRA!

LET THOSE CLODS BE TAKEN' THEIR LOSS W LL NOT CRIPPLE HYDRA!

CUT OFF A LIMB, AND TWO MORE SHALL TAKE ITS PLACE!"

NOW ALL THAT MATTERS S THAT I ESCAPE!

'WHEN THE F GHT' NG HAS ENDED

WELL BUCK WE DID T EVEN WITH-OUT OL N CK REST H S ORNERY SOUL!

HEY BOSS MAN' WHY SO GLUM?

I M NOT SURE DUM DUM JUST A WEIRD FEELING I HAD WHEN I GL MPSED THE SUPREME HYDRA'S EYES

AWW, TAKE T FROM MA DUGAN' YOU RE T ST DOWN CAUSE THAT CREEP GOT AWAY!

MAYBE BUT YOU KNOW THAT F GHT REMINDED ME OF GERMANY WHEN CAP AND THE HOWLERS AND I --

YEAH' THOSE WERE GREAT T MES WHEN N CK WAS AL VE!

KNOW SOME-THING, DUM DUM? I SHOULD'VE OUTGROWN IT BY NOW BUT I MISS THE OLD COSTUMED HERO DAYS!

Y KNOW BUCK, EVEN BEFORE I CAME OUT VE RET REMENT TO BECOME SHIELD'S NUMBER TWO MAN I WONDERED -

-HOW COME CAP NEVER RET RED AND LET YOU TAKE UP THAT STAR SPANGLED FRISBY OF H S?

WE TALKED ABOUT T, ACTUALLY BUT I DECIDED NEVER TO BECOME A SECOND CAP!

I MEAN, LET'S FACE IT! I WASN'T INJECTED W TH THAT SUPER SOLDIER SERUM

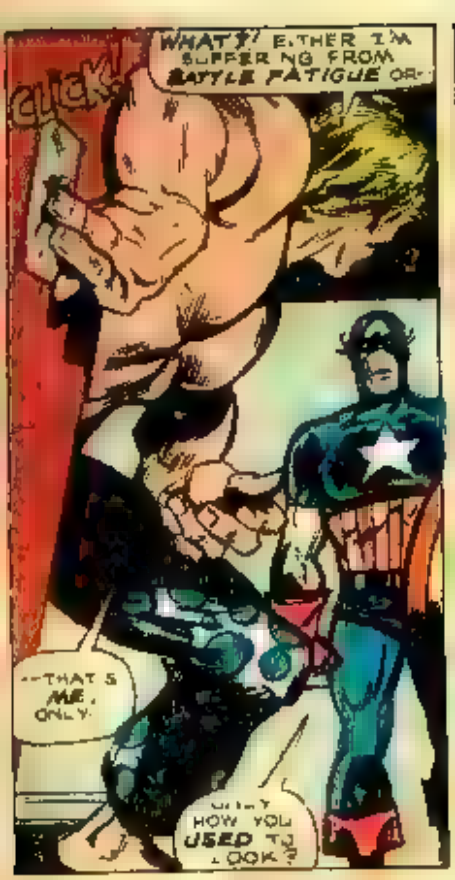
SO, EVEN THOUGH I'D ALWAYS BE COMPARED TO THE OR G NAL CAP I'D NEVER EQUAL H M

KEEP TELLIN' YOURSELF THAT BUCK-

AND MAYBE SOMEDAY WE LL BOTH BE E E T

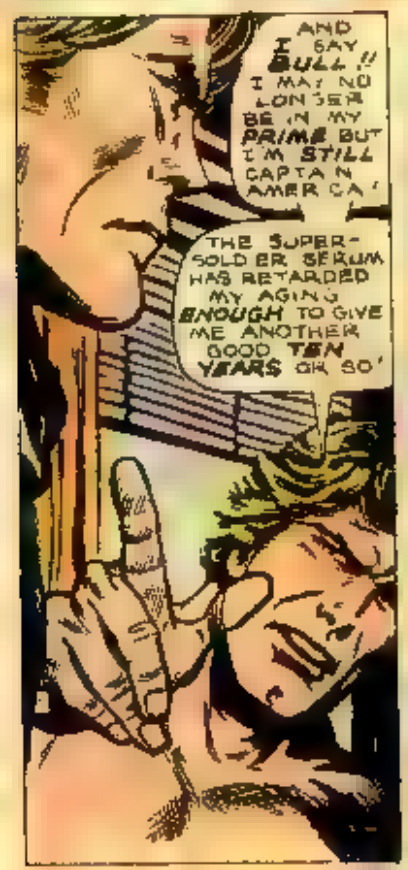
"WE SKIP FORWARD SEVERAL YEARS, TO A MOMENT WHERE IN YOUR REALITY CAPTAIN AMERICA HAD WALKED ALONE ...
--AND SO I GOT TO THINKING. CAP IF STEVE ROGERS HAD ADOPTED ME WHEN I WAS A KID--
I KNOW PARTNER TODAY YOUR NAME WOULD BE BUCK ROGERS, RIGHT?
SERIOUSLY, THOUGH-- IT'S GREAT SEEING YOU AGAIN, BUCK--
TALKING ABOUT OLD TIMES AND ALL
"BUT THE TIME FOR REMINISCING IS SHORT--
IT'S-- THE HULK!"
PARALLEL INCIDENTS IN CAPT AMERICA #110-- R.T.
"BUT, AS CAPTAIN AMERICA CHARGES THE RAMPAGING BRUTE...
...HE SEES A FLASH OF GREEN--
...AND THEN ONLY BLACK!
CAP'S STILL STRONG--
BUT NOT LIKE HE USED TO BE!
AND HE ISN'T AS FAST EITHER!
SO OTHER MAN GRABS METAL DISH
KEEP BACK! LEAVE HIM ALONE!
HE'S JUST CONFUSED!
THAT KID IS RICK JONES!
NO ONE CAN BEAT HULK!
RAKKK!
GOOD LORD! THE MONSTER'S GRABBED THE BOY!
NO ONE!!
WHOOM!
THEN, AS THE VERY BUILDING CRUMBLES AS THE HULK'S MISSILE MAKES ITS IMPACT--

"--A SUPER-HERO IS SUDDENLY REBORN!
RICK'S HURT! BUT IF I CAN GET TO HIM--
--BEFORE THE WHOLE BLAMED BUILDING COMES TOPPLING DOWN--
OOH... GET AWAY FROM HERE HULK!
FORGET THE HULK RICK--AND DON'T MOVE TILL I TELL YOU!
AND TILL I'VE FOUND OUT IF CAP'S SHIELD IS STILL AS INDESTRUCTABLE AS IT USED TO BE!
"IT IS.
"AND AS A DAZED CAPTAIN AMERICA REVIVES...
BUILDING FALLS DOWN! AND HULK WILL GET BLAMED FOR IT!
THEN HULK WILL LEAVE... BEFORE MEN START SHOOTING AGAIN!
IT'S RICK JONES, THE HULK'S "FRIEND!"
AND IF NOT FOR BUCK'S HEROICS HE'D HAVE BEEN KILLED!
"IN YOUR WORLD, IT WAS CAPTAIN AMERICA HIMSELF WHO SAVED YOUNG RICK FROM THE HULK. BUT NOT HERE...
"SOON, IN THE APARTMENT OF A BRUISED AND WEARY STEVE ROGERS
YOU'LL BE ALL RIGHT, LAD... ALL YOU NEED IS REST!
BUT UNTIL WE FIND A WAY TO TAME HIM--
YOU MUST NEVER RETURN TO THE HULK!
I'LL GLADLY SECOND THAT STATEMENT, CAP!
HUH?!


WHAT?! EITHER I'M SUFFERING FROM BATTLE FATIGUE OR--
--THAT'S ME, ONLY.
WHY HOW YOU USED TO LOOK?

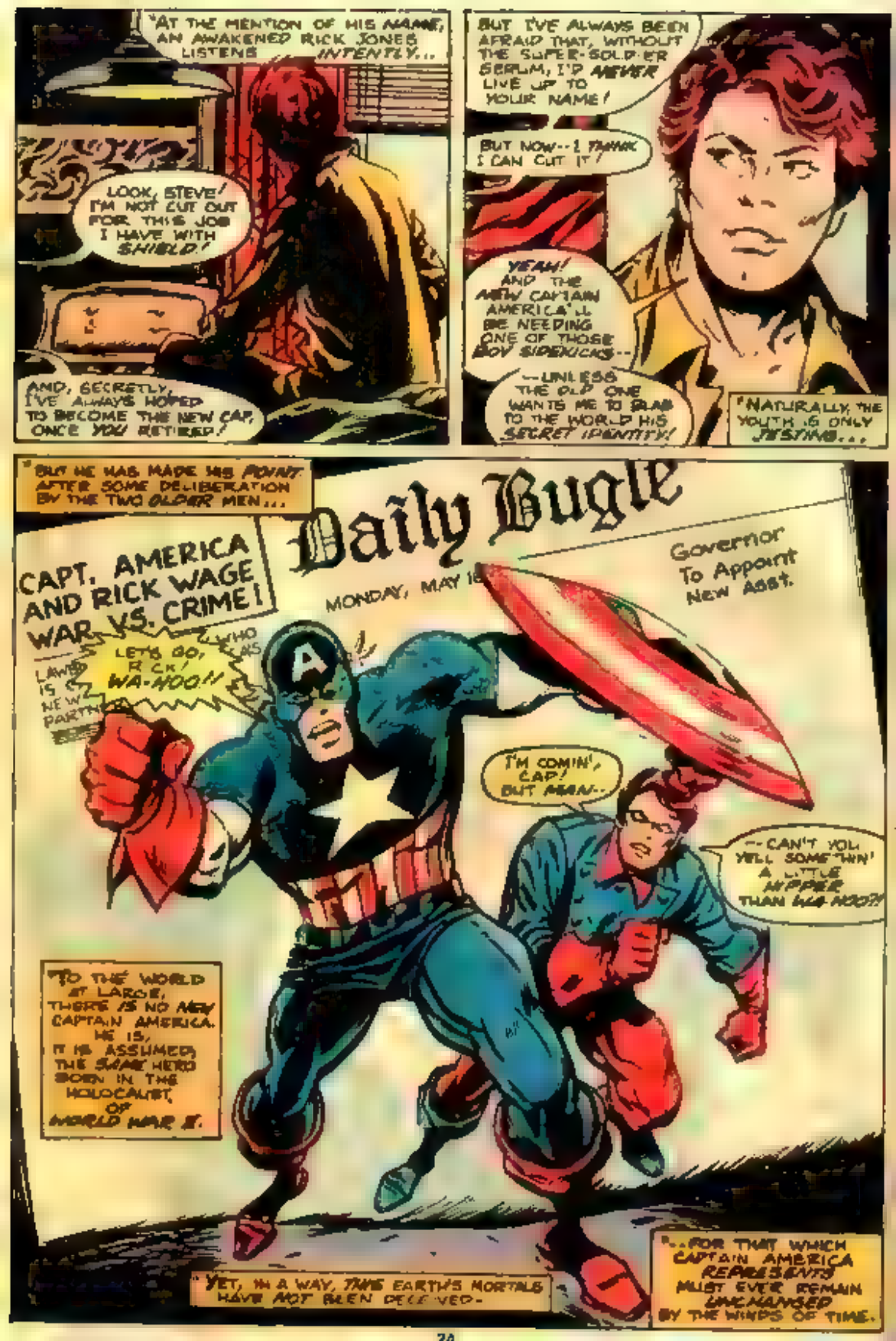
IT'S A LITTLE BAGGY--
--BUT JUST A LITTLE!
BESIDES CAP, IT CAN BE TAKEN IN!

ALL RIGHT PARTNER WHAT'S THE IDEA-- DRESSING UP IN MY COSTUME?!
JUST THIS MISTER ROGERS--
YOU'RE TOO OLD TO BE PLAYING MASKED CRUSADER.
YOU DON'T SAY!

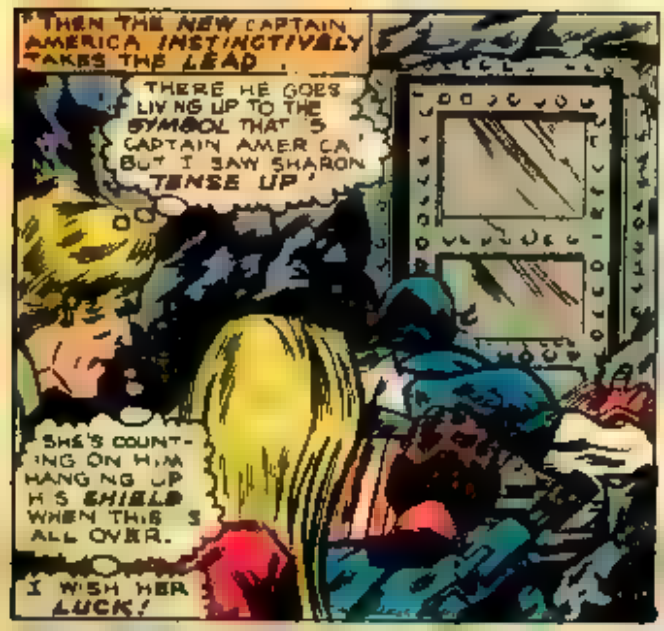

AND I SAY BULL!! I MAY NO LONGER BE IN MY PRIME BUT I'M STILL CAPTAIN AMERICA!
THE SUPER-SOLDIER SERUM HAS RETARDED MY AGING ENOUGH TO GIVE ME ANOTHER GOOD TEN YEARS OR SO!

LISTEN TO ME CAP! YOU'VE GOT TO FACE IT! THE SERUM ISN'T AS POTENT AS IT WAS IN THE OLD DAYS!
HMMMMM-

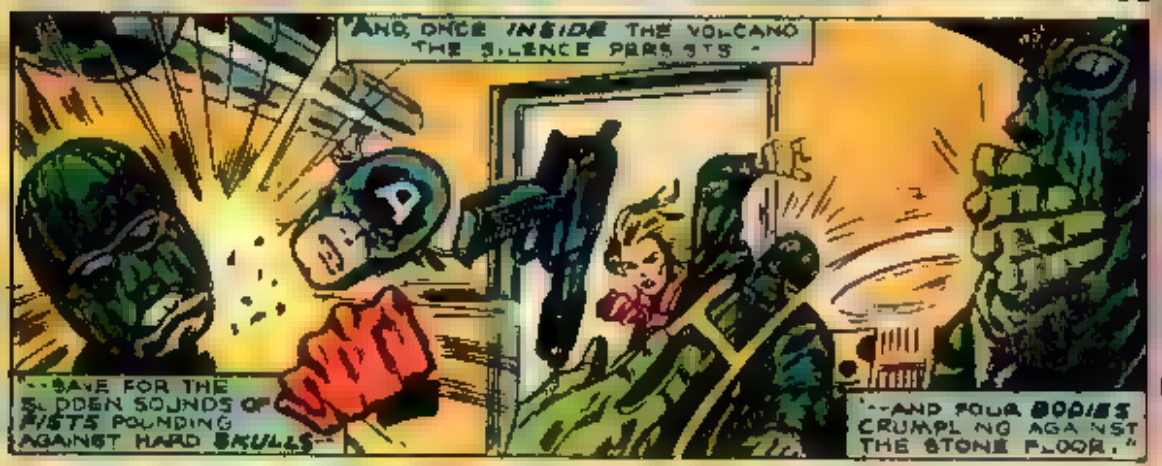
YOU THINK NOT, MISTER BARNES! FEEL THAT! TELL ME I'M STILL NOT IN TOP FIGHTING FORM!
HATE TO TWIST THE KNIFE, STEVE-- BUT I WAS THE ONE WHO SAVED RICK FROM THE HULK!


"AT THE MENTION OF HIS NAME, AN AWAKENED RICK JONES LISTENS INTENTLY...
LOOK, STEVE! I'M NOT CUT OUT FOR THIS JOB I HAVE WITH SHIELD!
AND, SECRETLY, I'VE ALWAYS HOPED TO BECOME THE NEW CAP, ONCE YOU RETIRED!
BUT I'VE ALWAYS BEEN AFRAID THAT, WITHOUT THE SUPER-SOLDIER SERUM, I'D NEVER LIVE UP TO YOUR NAME!
BUT NOW--I THINK I CAN CUT IT!
YEAH! AND THE NEW CAPTAIN AMERICA'LL BE NEEDING ONE OF THOSE BOY SIDEKICKS--
--UNLESS THE OLD ONE WANTS ME TO BLAB TO THE WORLD HIS SECRET IDENTITY!
"NATURALLY, THE YOUTH IS ONLY JESTING...
"BUT HE HAS MADE HIS POINT. AFTER SOME DELIBERATION BY THE TWO OLDER MEN...
Daily Bugle
MONDAY, MAY 18
CAPT. AMERICA AND RICK WAGE WAR VS. CRIME!
Governor To Appoint New Asst.
LAWD IS WHO DAS NEW PARTNER
LET'S GO, RICK! WA-HOO!!
I'M COMIN', CAP! BUT MAN...
--CAN'T YOU YELL SOMETHIN' A LITTLE HIPPER THAN WA-HOO?!
TO THE WORLD AT LARGE, THERE IS NO NEW CAPTAIN AMERICA. HE IS, IT IS ASSUMED, THE SAME HERO BORN IN THE HOLOCAUST OF WORLD WAR II.
"YET, IN A WAY, THIS EARTH'S MORTALS HAVE NOT BEEN DECEIVED-
"...FOR THAT WHICH CAPTAIN AMERICA REPRESENTS MUST EVER REMAIN UNCHANGED BY THE WINDS OF TIME.

YET WHAT OF STEVE ROGERS, THE ORIGINAL RED WHITE AND BLUE FREEDOM FIGHTER ?
BUCK WAS RIGHT! THERE'S NO SHIELD ONE FOR ME. IT'S BETTER SUITED TO A MAN MY AGE.
I'LL HAPPEN TO SLOW DOWN. I'VE GOT A VERITABLE ARMY TO BACK ME UP.
AND I'VE GOT TO ADMIT I DON'T MIND GIVING THE ORDERS!
THUS THUS STEVE ROGERS, AGENT OF SHIELD, THE LAST BATTLE AGAINST HYDRA.
IT WILL BE HARD WHERE THE SHIELD SUBMARINE HAS BROUGHT HIM AND HIS ELITE
THE UNCHARTED ISLAND WHICH IS, ACCORDING TO SECURITY LEAKS, THE MAIN HYDRA BASE OF OPERATIONS.
WELL STEVE THAT PUTS US THIS GANG OF HYDRA KILLERS. NOW DO WE GO INSIDE?
ANY MINUTE NOW SHARON, BUT FIRST WE WAIT FOR REINFORCEMENTS.
THERE'S LOVE BETWEEN CAPTAIN AMERICA AND SHARON CARTER.
IN THE FORM OF ONE GUY WE'LL BOTH BE GLAD TO SEE.
SECONDS LATER AS A COLORFUL FIGURE PARACHUTES FROM AN INCONSPICUOUS "PRIVATE PLANE"
THANKS FOR WAITING STEVE. YOU KNOW HOW I WANTED TO BE IN ON THE BIG HYDRA TRIP.
YOU REALLY THINK I'D PASS UP THE OPPORTUNITY OF TEAMING WITH YOU AGAIN, UH CAP?
SOMEDAY CAP AND I ARE GOING TO TEAM UP PERMANENTLY!
SHIELD CODE NUMBER 13
IF THIS IS TO BE SHIELD'S LAST WAR AGAINST HYDRA--
THEN SHIELD WILL NO LONGER NEED THE SERVICES OF AGENT 13--
--OR "CAP" BARNES!


"THEN THE NEW CAPTAIN AMERICA INSTINCTIVELY TAKES THE LEAD.
THERE HE GOES LIVING UP TO THE SYMBOL THAT'S CAPTAIN AMERICA! BUT I SAW SHARON TENSE UP!
SHE'S COUNTING ON HIM HANGING UP HIS SHIELD WHEN THIS IS ALL OVER.
I WISH HER LUCK!

NOW WHAT, STEVE? WE CAN'T JUST BLAST OUR WAY INSIDE THE VOLCANO!
NO NEED TO, THANKS TO TONY STARK'S BRAINY BOYS!
THIS GUN FIRES AN ANTI-SONIC BEAM THAT WILL TEAR OPEN THE DOOR SILENTLY!
UH DON'T ASK ME TO EXPLAIN IT!

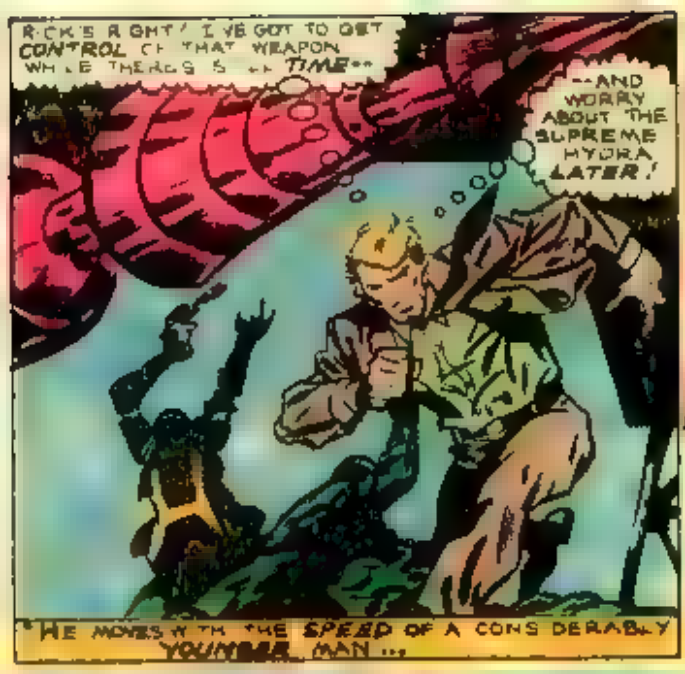

"AND, ONCE INSIDE THE VOLCANO THE SILENCE PERSISTS--
--SAVE FOR THE SODDEN SOUNDS OF FISTS POUNDING AGAINST HARD SKULLS--
--AND FOUR BODIES CRUMPLING AGAINST THE STONE FLOOR."

FUNNY, ISN'T IT, STEVE, MY PUTTING ON ONE COSTUME OVER ANOTHER!
NOT AS FUNNY AS THIS VOLCANO LOOKS ON THE INSIDE!
LOOKS OKAY TO ME--

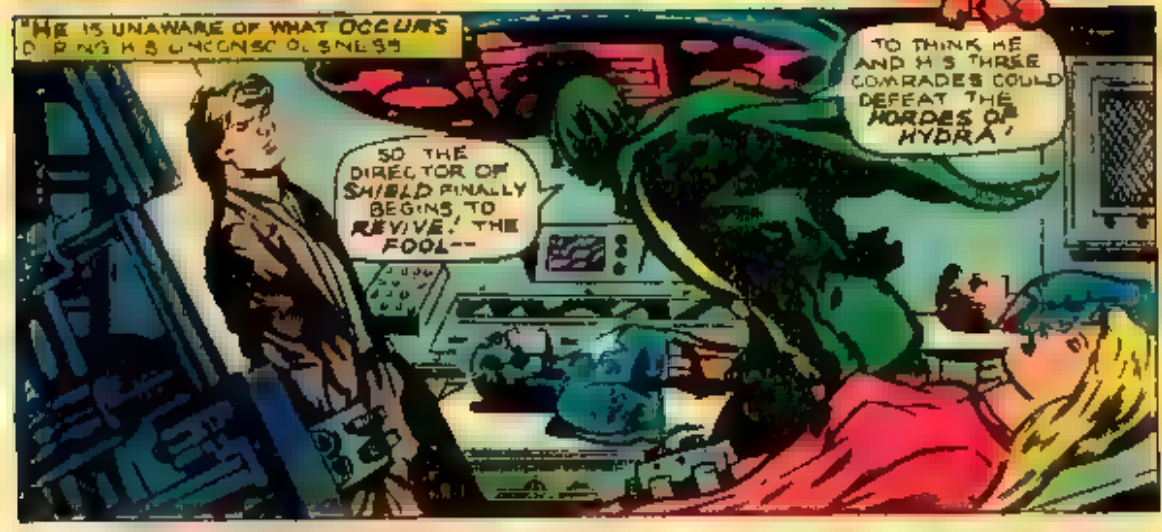
--BUT THEN I CAN'T SAY I'VE EVER BEEN INSIDE A VOLCANO BEFORE
WHAT I MEAN IS, NO ONE WOULD RISK BUILDING A SET-UP LIKE THIS IN A REAL ACTIVE VOLCANO
YOU THINK IT'S A FAKE, STEVE?
HEY, YOU THREE! CUT THE GAB-- UNLESS YOU WANT US TO GET CAUGHT--

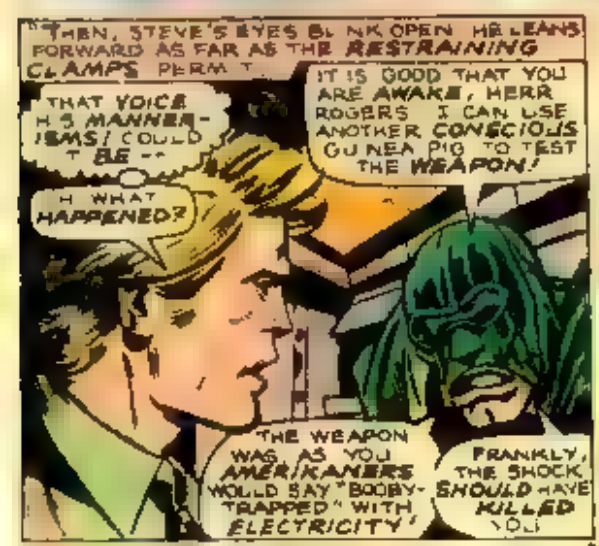
--TURNED AFTER NEXT PAGE

GUESS THERE'S NO NEED TO STAY IN THESE UGLY DUDS GANG! SO--
SO IT'S TIME TO DO A QUICK STRIP-TEASE! RIGHT, CAP?
CAPTAIN AMERICA? HERE?!
I DON'T BELIEVE IT!! THEY'RE GONNA FIGHT ALL OF HYDRA--TWO GUYS, A PUNK AND A BROAD!
YOU HEAR THAT, AGENT 13?
I HEARD, RICK GUESS IT'S TIME THESE CHARACTERS--
--LEARNED IT'S NOT POLITE TO MAKE FUN OF LADY!
WAUGHH...
JUST LIKE BACK IN THE BIG ONE, EH, STEVE?!
LET'S REMIN-SCE LATER CAP--
--LIKE AFTER WE'VE CLEANED UP HYDRA BASE--
AND SWEPT UP ALL THE DIRT!
HEY, STEVE! SOMEBODY'S GOT TO REACH THAT OVERSIZED ZIP-GUN BEFORE...


R CK'S R GHT! I'VE GOT TO GET CONTROL CF THAT WEAPON WHLE THERE'S S TIME--
--AND WORRY ABOUT THE SUPREME HYDRA LATER!
"HE MOVES W TH THE SPEED OF A CONS DERABLY YOUNGER MAN ...

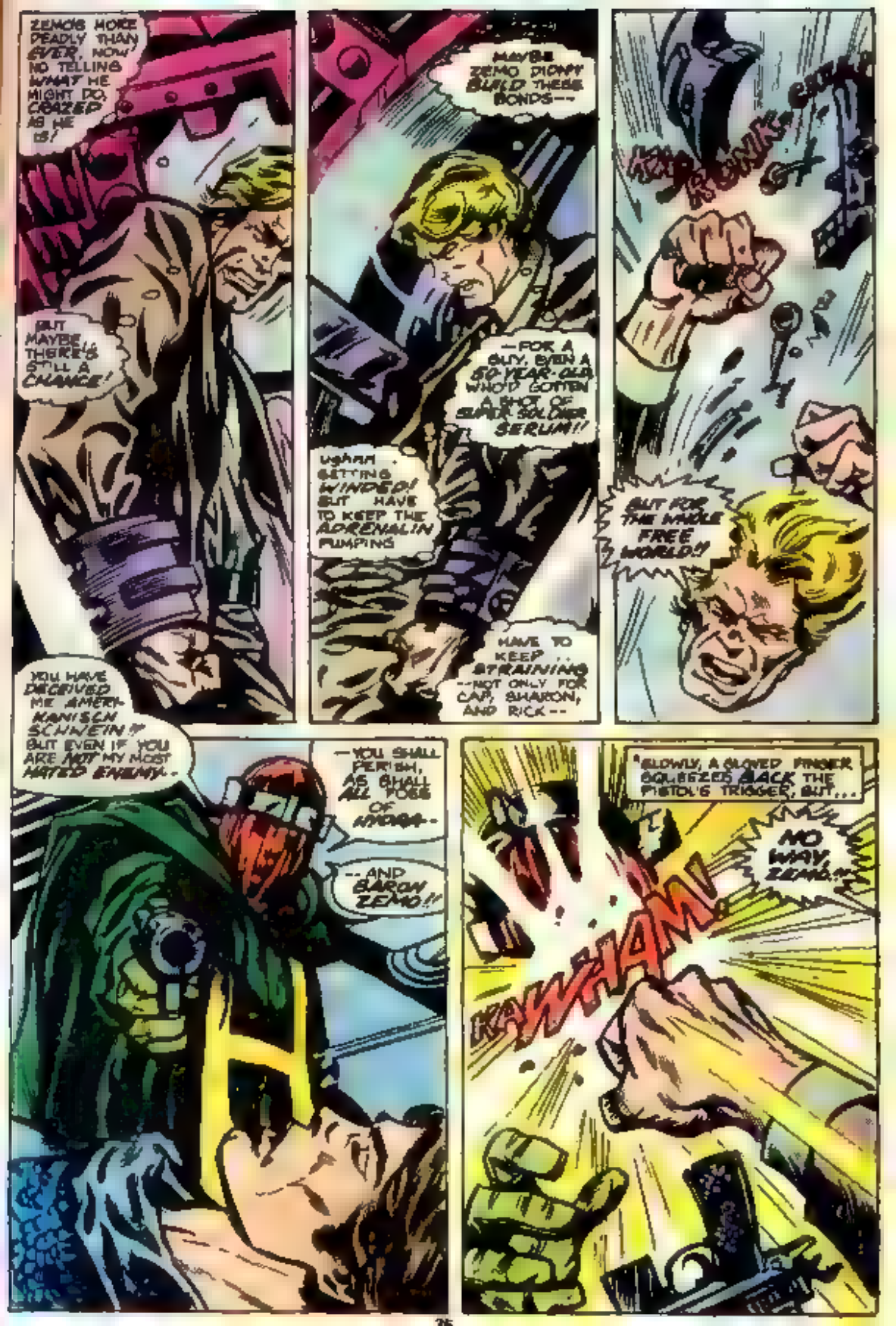
"BUT AS STEVE ROGERS TOUCHES THE GLEAM NG F N SH OF THE WEAPON.
KRA-KA-LI-K!


"HE IS UNAWARE OF WHAT OCCURS D RING H S UNCONSC OUSNESS
SO THE DIRECTOR OF SHIELD FINALLY BEGINS TO REVIVE! THE FOOL--
TO THINK HE AND H S THREE COMRADES COULD DEFEAT THE HORDES OF HYDRA!


"THEN, STEVE'S EYES BL NK OPEN HE LEANS FORWARD AS FAR AS THE RESTRAINING CLAMPS PERM T
THAT VOICE H S MANNER-ISMS! COULD T BE --
IT IS GOOD THAT YOU ARE AWAKE, HERR ROGERS I CAN USE ANOTHER CONSCIOUS GU NEA PIG TO TEST THE WEAPON!
H WHAT HAPPENED?
THE WEAPON WAS, AS YOU AMERIKANERS WOULD SAY "BOOBY-TRAPPED" WITH ELECTRICITY!
FRANKLY, THE SHOCK SHOULD HAVE KILLED YOU

WAIT NOW I'M SURE! I KNOW WHO YOU ARE NOT EVEN THAT GET-UP COULD DISGUISE H TLER S NO. 2 HENCH-MAN!
VAS?! BUT HOW COULD YOU--?
THEN IF YOU KNOW THERE IS NO LONGER NEED FOR TH S CHARADE!

FOR BENEATH THE MASK OF THE SUPREME HYDRA LIES ANOTHER, FAR MORE TERRIBLE MASK--
--THAT OF BARON ZEMO--
--WHOM THE VERDAMMT RED SKULL PUT TO SLEEP FOR MORE THAN TWENTY AGONIZING YEARS--
--AND WHO STILL WEARS THIS UNREMOVABLE HOOD, FASTENED TO MY FACE BY A WORSE ENEMY THAN EVEN THE SKULL--
--YOUR MASKED ALLY, CAPTAIN AMERICA!!
GOOD GOD! ZEMO'S COMPLETELY INSANE!
HE'S ALREADY SEEN CAPTAIN AMERICA UNMASKED, THAT DAY IN ENGLAND--
--BUT NOW HE DOESN'T EVEN RECOGNIZE ME!
EITHER THE YEARS HAVE BEEN HARSHER ON ME THAN I THOUGHT -- OR ZEMO'S CRAZED MIND WON'T EQUATE MY FACE WITH THE SUPERHERO ON THAT OPERATING TABLE!
NOT ONLY WOULD MY MINIONS WEAR MASKS, AS THIS SWINE DOOMED ME TO BE FOREVER MASKED--
THERE! STEVE ROGERS, LIES MY REASON FOR ORGANIZING HYDRA THE WAY I DID AFTER ESCAPING THE SKULL'S CASTLE!
--BUT SO I WOULD NOT BE CONFUSED BY THE SIGHT OF OTHER FACES! YOU SEE, I HAD TO REMEMBER ONE FACE--
--THE FACE OF THE MAN WHO RECLAIMED THE DRONE PLANE, MAKING ME FAIL MEIN FÜHRER AND THE FATERLAND!
THE FACE I HAVE REMEMBERED FOR ALL THESE YEARS OF THE MAN I HAVE SWORN TO KILL!
THE FACE OF-- WAS?!
DAS IST NICHT KAPITÄN AMERIKA!!


ZEMO'S MORE DEADLY THAN EVER, NOW! NO TELLING WHAT HE MIGHT DO, CRAZED AS HE IS!
BUT MAYBE THERE'S STILL A CHANCE!
MAYBE ZEMO DIDN'T BUILD THESE BONDS--
--FOR A GUY, EVEN A 60-YEAR-OLD WHO'D GOTTEN A SHOT OF SUPER SOLDIER SERUM!!
UGHHH . . . GETTING WINDED! BUT HAVE TO KEEP THE ADRENALIN PUMPING
HAVE TO KEEP . . . STRAINING --NOT ONLY FOR CAP, SHARON, AND RICK--
BUT FOR THE WHOLE FREE WORLD!!
YOU HAVE DECEIVED ME AMERIKANISCH SCHWEIN!! BUT EVEN IF YOU ARE NOT MY MOST HATED ENEMY..
--YOU SHALL PERISH, AS SHALL ALL FOES OF HYDRA--
--AND BARON ZEMO!!
SLOWLY, A GLOVED FINGER SQUEEZES BACK THE PISTOL'S TRIGGER, BUT...
NO WAY, ZEMO!
KAWHAM!

WITHIN SCANT MOMENTS STEVE HAS FINISHED HIS CHAIN ONE, ONLY TO SEE
IT'S TEMPER FLAMBOYANT!
THEY MUST'VE HEARD THE COMMOTION FROM THE SHOWER ROOM
READY TO SHOW EM HOW THE WEAKER HALF OF THIS TEAM CAN FIGHT!
I DIDN'T KNOW THERE WAS A WEAKER HALF, BOLK
WONDER IF I'VE GOT TIME TO GET MY HAMMER ON FIRST!!
IF YOU HEROES ARE EN-AMED CHATTING, LET'S TAKE THESE HYDRA SCUM--
BEFORE THEY TAKE US!
BOFF!
MASTER, USE THAT WEAPON OF YOURS!
"BUT AS THE PAGES OF LEAD BITES TO THEIR ANNOUNCERS
I CANNOT REALIZE THE EXPERIMENTER IN EXPLOSION IN THIS MELEE
BUT STILL POSSESS MY HAMMER PIECE
AND I SHALL NOT DESTROY MY FOES--
--EVEN IF ALL MY OWN MEN GET IN THE WAY
YAROW
C-CAPW!
BUCKY! ARE YOU HIT?
WHY, MISSED ME! MY ZERO CAPW

CAPTAIN AMERICA'S WORDS ARE ENOUGH TO PROMPT THE DIRECTOR OF SHIELD INTO ACTION!
WE WAITED OUTSIDE TILL THE DESIGNATED TIME, STEVE--
BUT WE'RE HERE NOW!
THEN MOP UP WHAT'S LEFT OF THESE HYDRA KILLERS!
THE SUPREME HYDRA IS FOR ME!
BUT YOU CALLED HIM LUCKY! AND HE CALLED YOU--
WHAT'S WRONG, NAZI? AFRAID TO SAY IT?!
HERE, LOOK AT MY FACE! LOOK REAL HARD!
CAPTAIN AMERICA!
YES. NOW I SEE--
YOU WON'T JUST SEE YOU'LL FEEL--
--A FIST THAT YOU MAYBE FELT SINCE THE WAR?
WHAMMER! OOFAF!
THE BARON STAGGERS BUT THE FEAR IN HIS HEART NOW SPURS HIM TO ABOVE--
--AS THE FORMER SUPREME RD SPOTS SOMETHING SHINY ON THE FLOOR
RUN, ZEMO! BUT YOU WON'T GET FAR
CAPTAIN AMERICA ISN'T THAT OLD AND STIFF--
--THAT HE CAN'T STILL THROW HIS SHIELD!
N-NO..
REACTING WITH SUDDEN TERROR, BARON ZEMO SUCKLES BARELY MISSED BY THE SPINNING SHIELD..
THERE IS THE SOUND OF METAL STRIKING METAL, AS THE MISSILE DISRUPTS THE BARONS MACHINERY--
BA-BLOOOM!
NEIN! NEIN! BITTE..
THAT WHICH PRODUCES AND MAINTAINS THE ACTIVE MAGMA OF THE VOLCANO

THE BOILING WATER SPLASHES ACROSS THE FLOOR. STEVE ROGERS DROPS THE SHIELD, SPRINGS FORWARD.

ZEMO! GRAB MY HANDS! I'LL GET YOU OUT OF THIS PLACE!

ZEMO

SPLOOSH-GLU!

"IT IS IN THIS MOMENT THAT - EVEN IF ONLY FOR A SHORT WHILE -- THE REAL CAPTAIN AMERICA IS BORN AGAIN!

EVERYBODY GET OUT OF HERE! AND SEAL OFF THIS ROOM--

--BECAUSE THE LAVA'S SPREADING FAST!

AND, FAKE LAVA OR NOT, IT'S HOT!

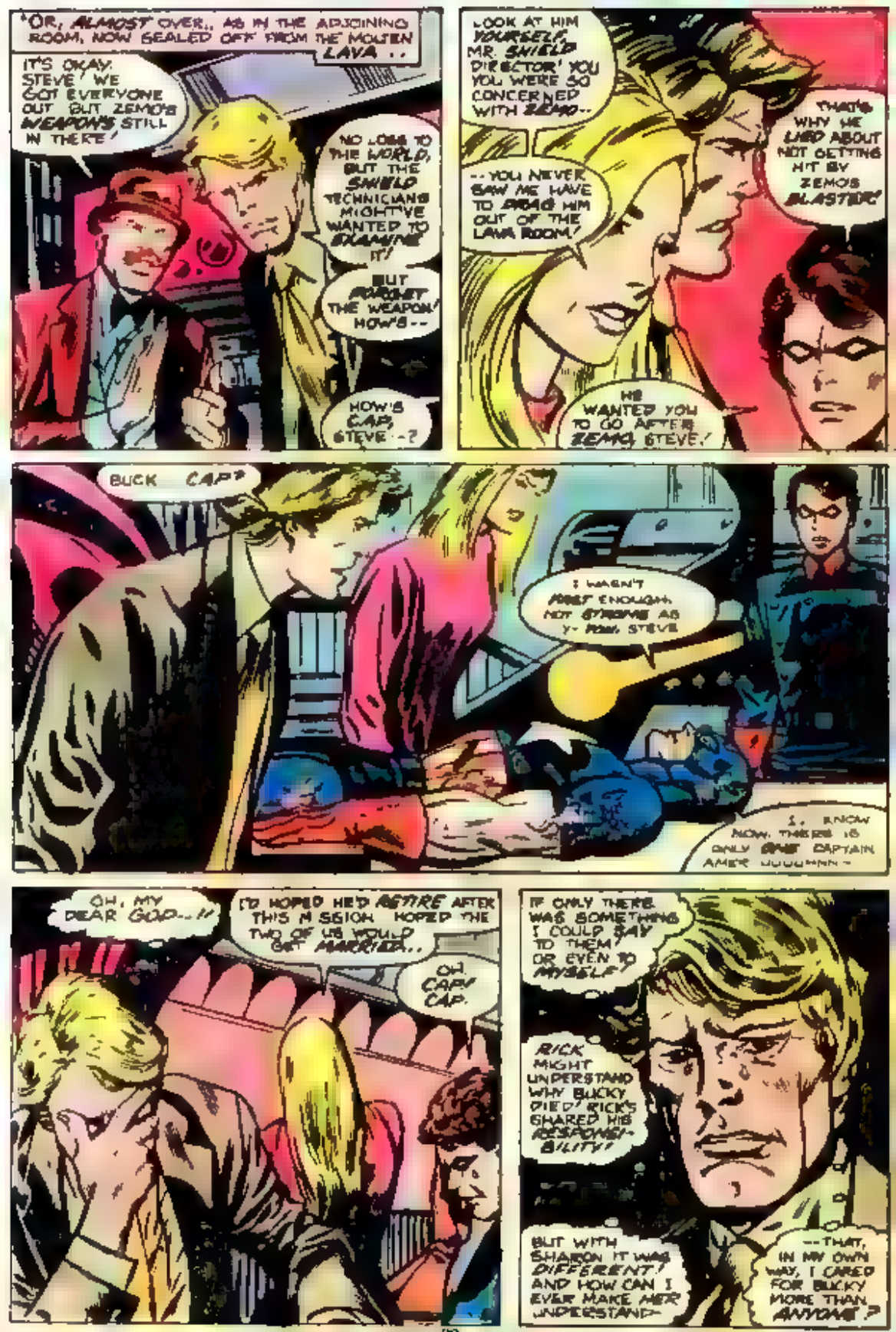
BE WITH YOU IN JUST A SECOND, "CAP"--

--SOON'S I BRUSH MY KNUCKLES ONE MORE TIME!

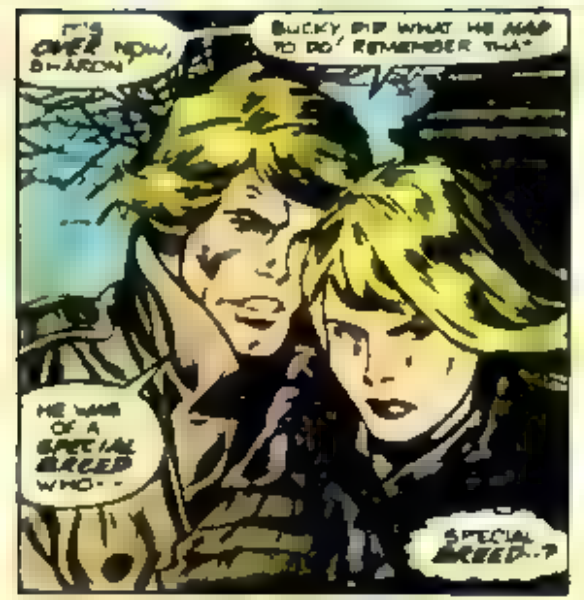
CRACK

"AND AS THE LAST TWO HYDRA AGENTS SUDDENLY COLLAPSE--

"--IT IS ALL OVER."

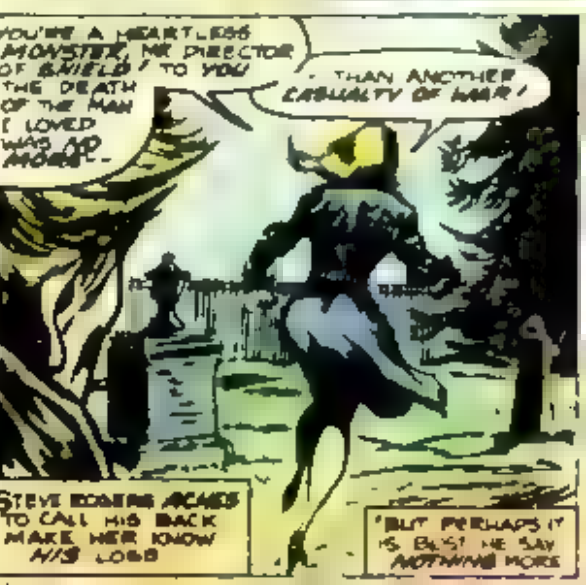

"OR, ALMOST OVER.. AS IN THE ADJOINING ROOM, NOW SEALED OFF FROM THE MOLTEN LAVA ..
IT'S OKAY, STEVE! WE GOT EVERYONE OUT BUT ZEMO'S WEAPON'S STILL IN THERE!
NO LOSS TO THE WORLD, BUT THE SHIELD TECHNICIANS MIGHT'VE WANTED TO EXAMINE IT!
BUT FORGET THE WEAPON! HOW'S--
HOW'S CAP, STEVE--?
LOOK AT HIM YOURSELF, MR. SHIELD DIRECTOR! YOU WERE SO CONCERNED WITH ZEMO--
--YOU NEVER SAW ME HAVE TO DRAG HIM OUT OF THE LAVA ROOM!
THAT'S WHY HE LIED ABOUT NOT GETTING HIT BY ZEMO'S BLASTER!
HE WANTED YOU TO GO AFTER ZEMO, STEVE!
BUCK CAP?
I WASN'T FAST ENOUGH, NOT STRONG AS Y- POW, STEVE
I, KNOW NOW, THERE IS ONLY ONE CAPTAIN AMER
OH, MY DEAR GOD--!!
I'D HOPED HE'D RETIRE AFTER THIS MISSION. HOPED THE TWO OF US WOULD GET MARRIED..
OH, CAP! CAP.
IF ONLY THERE WAS SOMETHING I COULD SAY TO THEM! OR EVEN TO MYSELF!
RICK MIGHT UNDERSTAND WHY BUCKY DIED! RICK'S SHARED HIS RESPONSI-BILITY!
BUT WITH SHARON IT WAS DIFFERENT! AND HOW CAN I EVER MAKE HER UNDERSTAND--
--THAT, IN MY OWN WAY, I CARED FOR BUCKY MORE THAN ANYONE?

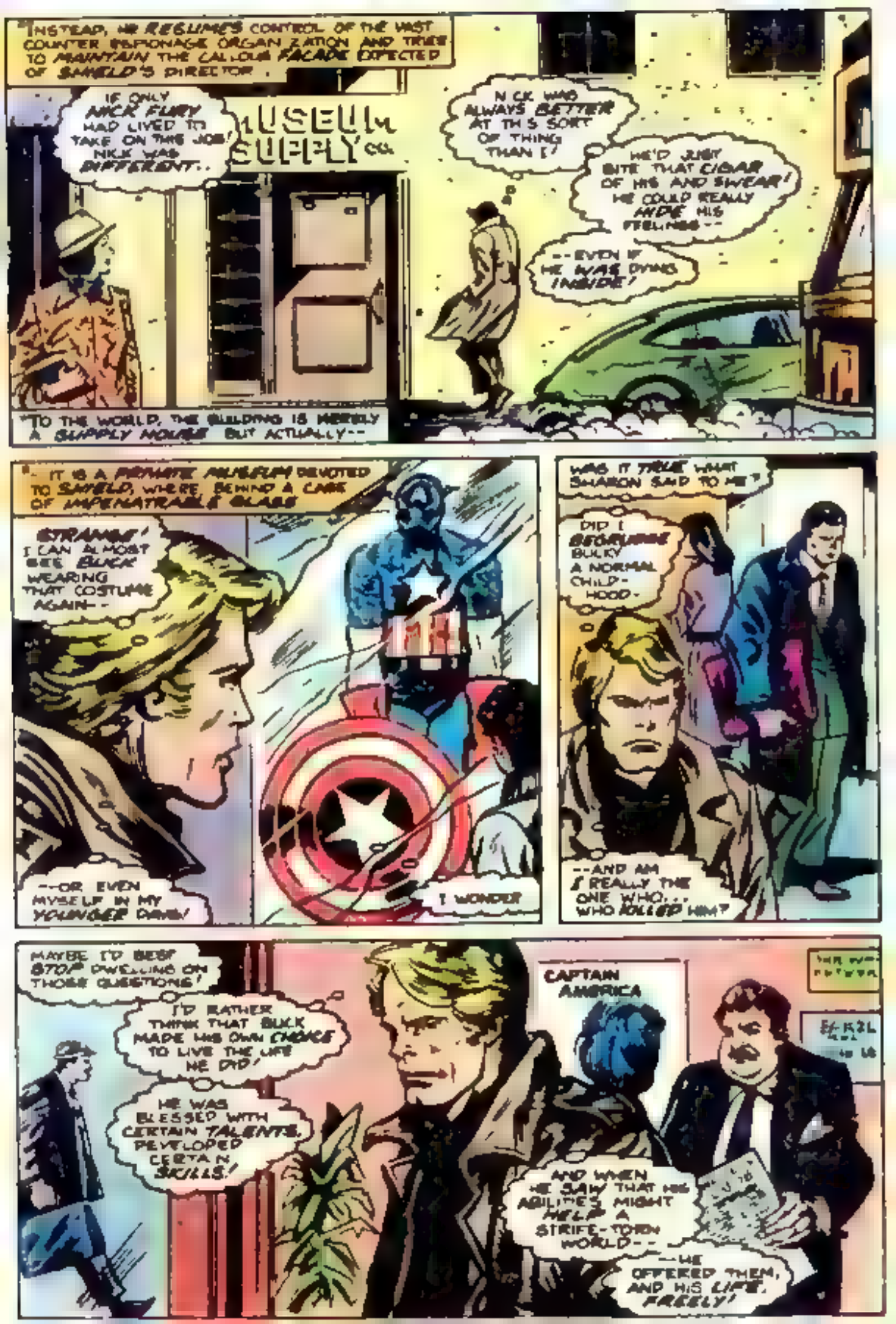
IT'S A BLEAK AND WIND-SWEPT MORNING AS FOUR FIGURES GATHER ATOP A QUIET KNOLL
AND THE LORD SAID, "GREATER LOVE HATH NO MAN
THAN TO LAY DOWN HIS LIFE FOR HIS FRIENDS."


IT'S OVER NOW, SHARON!
BUCKY DID WHAT HE HAD TO DO! REMEMBER THAT!
HE WAS OF A SPECIAL BREED WHO--
SPECIAL BREED--?

NO! I WON'T ACCEPT THAT! BUCKY BARNES DID NOT HAVE TO DIE!
--DID NOT HAVE TO PUT ON A MASK AND LOSE HIS LIFE BEFORE EVEN HAVING A CHANCE TO REALLY LIVE!
IT'S YOUR FAULT BUCKY'S DEAD, STEVE ROGERS! YOUR FAULT THE TWO OF US WILL NEVER--
TRY TO COMPOSE YOURSELF, SHARON! YOU DON'T MEAN WHAT YOU'RE SAYING!

DON'T I--?!
I KNOW HOW YOU TOOK A HERO'S CHILD, TRANSFORMED HIM INTO AN EFFICIENT FIGHTING MACHINE--
--HAD HIM OUT ON SOME GOD-FORSAKEN BATTLEFIELD, WHILE MOST KIDS HIS AGE DIDN'T UNDERSTAND WHAT THE WAR WAS ALL ABOUT!


YOU'RE A HEARTLESS MONSTER, MR. DIRECTOR OF SHIELD! TO YOU THE DEATH OF THE MAN I LOVED WAS NO MORE--
--THAN ANOTHER CASUALTY OF WAR!
STEVE ROGERS ACHES TO CALL HIS BACK MAKE HER KNOW HIS LOSS
BUT PERHAPS IT IS BEST HE SAY NOTHING MORE


INSTEAD, HE RESUMES CONTROL OF THE VAST COUNTER-ESPIONAGE ORGANIZATION AND TRIES TO MAINTAIN THE CALLOUS FACADE EXPECTED OF SHIELD'S DIRECTOR.
IF ONLY NICK FURY HAD LIVED TO TAKE ON THIS JOB! NICK WAS DIFFERENT..
MUSEUM SUPPLY CO.
NICK WAS ALWAYS BETTER AT THIS SORT OF THING THAN I!
HE'D JUST BITE THAT CIGAR OF HIS AND SWEAR! HE COULD REALLY HIDE HIS FEELINGS--
--EVEN IF HE WAS DYING INSIDE!
TO THE WORLD, THE BUILDING IS MERELY A SUPPLY HOUSE BUT ACTUALLY--
--IT IS A PRIVATE MUSEUM DEVOTED TO SHIELD, WHERE, BEHIND A CASE OF IMPENETRABLE GLASS
STRANGE! I CAN ALMOST SEE BUCK WEARING THAT COSTUME AGAIN--
--OR EVEN MYSELF IN MY YOUNGER DAYS!
I WONDER
WAS IT TRUE WHAT SHARON SAID TO ME?
DID I BECOME BULKY A NORMAL CHILD-HOOD.
--AND AM I REALLY THE ONE WHO... WHO KILLED HIM?
MAYBE I'D BEST STOP DWELLING ON THOSE QUESTIONS!
I'D RATHER THINK THAT BUCK MADE HIS OWN CHOICE TO LIVE THE LIFE HE DID!
HE WAS BLESSED WITH CERTAIN TALENTS. DEVELOPED CERTAIN SKILLS!
CAPTAIN AMERICA
AND WHEN HE SAW THAT HIS ABILITIES MIGHT HELP A STRIFE-TORN WORLD--
--HE OFFERED THEM, AND HIS LIFE, FREELY!

WHEN I TOLD SHARON CARTER THAT BUCK WAS OF A SPECIAL BREED--
--I WASN'T TALKING ABOUT MASKED SUPER-HEROES!
I MEANT THAT HE WAS A SELF-SACRIFICING INDIVIDUAL, ONE OF A TRULY RARE BREED, WHO'D--
*BUT, AS WE LEAVE STEVE ROGERS ALONE WITH HIS THOUGHTS...
"--A YOUNG MAN, COSTUMED IN BRIGHT RED AND BLUE--
*--SLIPS SILENTLY INTO THE SHIELD MUSEUM--
*--WHERE, FOR NEARLY A FULL MINUTE, HE PAUSES--
*--REGARDING WHAT HE STUDIES--
*--WITH BOTH RESPECT AND AWE.
*THEN...
RICK... RICK JONES! HAVEN'T SEEN YOU IN A WHILE, LAD!
AND I SEE YOU'RE STILL IN UNIFORM!
STEVE! STEVE! WAIT UP BEFORE YOU LEAVE!
THAT'S WHAT I WANT TO TALK TO YOU ABOUT, STEVE!

I'VE BEEN THINKING, STEVE!
I'M GETTING OLDER! AND THIS "BULKY" OUTFITS GETTING A LITTLE SNUG!
ARE YOU SAYING WHAT I THINK YOU'RE SAYING, RICK?
THE DIRECTOR OF SHIELD NEVER WAS SLOW TO CATCH ON!
I COULD KEEP TRAINING... LEARN TO DO EVERYTHING YOU AND BUCK COULD DO--
--AND MAYBE THE SHIELD THINK-BOYS WILL EVEN REDISCOVER THE SUPER SOLDIER FORMULA SOMEDAY!
LET'S FACE IT, STEVE--
--YOUR OLD COSTUME DOES NOBODY ANY GOOD HANGING INSIDE A GLASS CASE!
WE'LL TALK ABOUT IT, RICK! OKAY?
JUST... NOT NOW!
AND WILL THIS REALITY KNOW A THIRD CAPTAIN AMERICA?
THAT IS NOT MY RIGHT TO ANSWER!
"YET, THIS I SHALL REVEAL: THAT AS LONG AS INJUSTICES PREVAIL IN THIS WORLD...
"AS LONG AS THERE BE VOICES CRYING FOR FREEDOMS DENIED THEM...
"THERE WILL BE A NEED FOR THOSE WHOM MORTALS CALL--
"CAPTAIN AMERICA AND BUCKY!"
NEXT ISSUE: WHAT IF THE FANTASTIC FOUR HAD FOUR DIFFERENT SUPER-POWERS?

# WHY NOT?

% MARVEL COMICS GROUP, 575 MADISON AVE. N.Y.C. 10022

**SPECIAL NOTE, AS PER USUAL: Since last issue's comments on the Invaders/All-Winners Squad tale crowded out your letters on WHAT IF #2, featuring the ever-incredible Hulk with Bruce Banner's agile brain, we're going to try to present as many of them as we can this time, just to make up for it. Ready. . . set. . . go. . .!**

WHAT IF sounded at first like a bum deal. I glanced through the first issue, thought "What for?" and put it back. Now the crazy thing is a collector's item! So much for first impressions. I thoroughly enjoyed WHAT IF #2. What made it so interesting was the realization that one small difference (Banner didn't fall for Loki's ruse) can cause an infinite number of variations in a chain reaction. Since there are no Avengers in this particular dimension, who takes care of all the bad guys we're used to seeing them fight? Maybe some of the future issues could dwell on thoughts like that.

Danny M. Davids
(No Address Given)

The first two issues of WHAT IF have been excellent. They do have the advantage that there is no need to leave room for tomorrow. If need be, you can kill off, marry off, remove the powers from, render evil or otherwise dispose of any and all characters. You'll never tackle the question of what if Lucifer had defeated Michael, but otherwise there are probably no limits.

Michael N. Tiernain
Brooklyn, NY

I am tempted to say that WHAT IF will be the finest mag ever from Marvel except for one thing. That is, if not for the many marvelous creations of Marvel, a mag like WHAT IF would not be possible. Still, before you get too conceited, let me give you some of the proverbial constructive criticism. I felt the Hulk story could have been better structured. The first ten pages were spent telling us things we already knew. If we didn't know them, we wouldn't buy the mag. WHAT IF cannot really be appreciated by anyone who is not already familiar with the world of Marvel. I suspect you spent so many pages on the "actual" origin of the Hulk in order to clue in the uninitiated. However, I think few of them are likely to pick up this mag, so please dedicate WHAT IF to those of us who faithfully pick up your other mag.

(Mrs.) Donna Farley
Scarboro, Ont., Canada

Great dialogue in WHAT IF #2. Examples: The Hulk runs into the jeep and says, "I'm sorry, man! I didn't see you." The old Hulk would've roared or mumbled to himself. Another example: Betty walks in and says, "Here you are, dear...your favorite. . .mixed greens!"

Charles Friedline
Newport, Michigan

I was impressed by Roy Thomas' script for a time, but Herb Trimpe's art, in a word, was awful. It looked rushed and cramped. Roy's reference to the Beatles' song "I Am the Walrus" was a stroke of genius. As I said, I enjoyed the story for a time; it dwindled to garbage by page 42. Having Ben Grimm cured, then change back to the Thing was okay, but having him stomp off like the Hulk was contrived and stupid. The X-Man was another dumb idea.

Michael Hoffman
Iselin, NJ

[A word about Herb Trimpe's art: It was rushed, both on his part (near the end, anyway) and on the part of inker Tom Sutton. Things just caught up with them and with Roy. Luckily, most people seemed to find the Trimpe/Sutton team a gas. To wit:]

I'm just opening up WHAT IF #2 and I like it already! Page one was eye-catching, but pages 2 and 3 were great! Such a layout! I'm glad to see Herb in this issue. I love his work— Sutton's, too. I like the X-Man. Let's see more of him somewhere, somehow! And man, what an ending! It's sad, especially to me, 'cause I like the Thing as he is, not as the Hulk's counterpart. Roy, Roy, Roy. . . what a job you've done! I wasn't sure anybody could pull off this title, but you've made it great. Keep 'em coming!

Wilson Garlin
Sacramento, CA

Dear Roy:

Having now read the first two issues of WHAT IF. . . ? I would like to share with you my reactions to this new title. The concept is good, very good. When I first heard of its publication, I thought: "Great." Then the first issue came out featuring Spider-Man and the F.F. I couldn't wait to start reading. But I was disappointed. The story lacked the depth of the characters we have all come to know and love. They did not seem real. Perhaps it is just the time span between then and now, for these characters have grown considerably since then, and these are the figures which I know best. I decided to hold judgement until the second issue. Roy, there is no comparison between these first two issues. The story of the Hulk was handled magnificently. This is the type of story which I had expected to see in the magazine, and which I have come to expect from you in particular. And I must say that I was indeed surprised at the ending: when in the middle of the book the F.F. and the Avengers ceased to exist, I expected the trend to continue, with the final page or so being the dissolution of Marvel Comics because of a lack of heroes' exploits to chronicle.

Now, no letter to this magazine would be complete without at least a few suggestions for further stories. WHAT IF. . .

—Galactus never took away the Silver Surfer's space spanning powers, and he returned to Zenn-La and Shalla Bal?

—Odin died?

—the world knew Spider-Man's identity?

—Daredevil and the Black Widow married?

I am especially interested in the story concerning the Silver Surfer, and if not my suggestion, then some other one having to do with the former herald. In any event, keep up the good work on this and all the other magazines in the Marvel Universe.

Stephen Peace
23 Montrose Pl.
Melville, NY 11748

**As we never tire of saying (and always mean): we'll try! We're glad you stuck around for a couple of issues to give WHAT IF a chance. Actually, Roy can remember a time in the very early 1960's when many comics fans he knew thought he was crazy for liking F.F. #1, and chiding them to give the mag a chance. Now, they'd say, if it wasn't to our liking the first issue, it'll never be any good. Some of those same fans later— and not that much later, either— became some of the staunchest supporters of Marvel. Some concepts are born full-blown, as great (or as bad) as they're ever going to get. But, looking back on comic-mags like FANTASTIC FOUR #1— the well-received but uneven CONAN #1— the first appearance of Howard the Duck in a MAN-THING issue or two— etc., etc., etc.— we're inclined to say that the better things in life take time, like photographs, to develop. Onward, as they say— and, hopefully, upward!**

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